

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF INDIANA  
INDIANAPOLIS DIVISION**

In re:	)	
	)	Chapter 11
ATA AIRLINES, INC.	)	Case No. 08-03675-BHL-11
	)	
Debtor	)	

**NOTICE OF INTENT TO SELL  
CERTAIN MISCELLANEOUS ASSET FREE AND CLEAR OF  
LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS**

PLEASE TAKE NOTICE that ATA Airlines, Inc. (the “Debtor”), as debtor-in-possession, intends to sell (the “Proposed Transaction”) a certain miscellaneous asset, as set forth in the following table (the “Miscellaneous Asset”).

<u>Asset to be Sold</u>	<u>Quantity</u>	<u>Proposed Purchaser</u>	<u>Value of Asset (estimated, or as recorded on the Debtor’s books)</u>	<u>Proposed Sale Price</u>
Fuel	13,786 gallons	Airtran Airways	GCPM <sup>1</sup>	GCPM less \$.25

PLEASE TAKE FURTHER NOTICE that the Miscellaneous Asset consists of jet fuel located at St. Paul International Airport (the “Fuel”). The Fuel consists of a relatively small batch. The Debtor has made efforts to sell the Fuel to other parties, but has found no interest in purchasing this small batch of fuel. As for the price offered, Airtran Airways has offered GCPM less \$.25 to account for the fact that the GCPM index fluctuates on a weekly basis.<sup>2</sup> Moreover, while the value of the Fuel is listed above as GCPM to account for the fact that GCPM is

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<sup>1</sup> Gulf Coast Pipeline Mean.

<sup>2</sup> As of the filing of this Notice, GCPM is \$1.28 a gallon.

generally considered the market rate, Airtran Airways's offer to purchase the Fuel is the only offer received by the Debtor.

PLEASE TAKE FURTHER NOTICE that this Notice is being filed with the Bankruptcy Court and served upon the Notice Parties as required by the Sale Notice Procedures previously approved by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that you shall have five (5) business days after service of this Notice (the "Notice Period") to serve Debtor's counsel with a written objection to the Proposed Transaction in a manner so your objection is actually received by counsel for the Debtor at the address below prior to the expiration of the Notice Period. In the absence of any objection, the Debtor will submit to the Bankruptcy Court a form of order setting forth that: (i) the notice procedures for the sale of the Miscellaneous Asset have been satisfied; (ii) no objection to the sale of the Miscellaneous Asset was timely made or such objection has been resolved; (iii) the Debtor may proceed with the sale of the Miscellaneous Asset; and (iv) the order authorizing the Proposed Transactions shall be immediately effective notwithstanding the ten (10) day stay of sales of assets set forth in Federal Rule Bankruptcy Procedure 6004(g). The form of order will also provide that to the extent any person or entity has any lien, security interest, encumbrance, or other interest ("Lien") in the Miscellaneous Asset sold in the Proposed Transaction, that the Miscellaneous Asset is sold free and clear of such Lien in accordance with 11 U.S.C. § 363(f), and the Lien shall attach to the sales proceeds of the Miscellaneous Asset. To the extent that any party other than JPMorgan Chase Bank, N.A. asserts a Lien on the proceeds of a sale, the Debtor has the right to place such proceeds in one or more segregated bank accounts pending a determination or consensual resolution of the validity and priority of such Lien(s).

PLEASE TAKE FURTHER NOTICE that upon Court approval of the order authorizing the Miscellaneous Asset sale, the Debtor may consummate the Proposed Transaction and take such actions as are necessary to close the sale and obtain the sale proceeds without further notice or Court order.

PLEASE TAKE FURTHER NOTICE that if the Debtor timely receives a written objection with respect to the sale of any Miscellaneous Asset, and the Debtor is unable to resolve such objection, the Debtor will not take any additional steps to consummate the sale of the Miscellaneous Asset subject to the objection without first obtaining the Court's approval.

Dated: March 6, 2009

BAKER & DANIELS LLP

/s/ Terry E. Hall

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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a copy of the foregoing was served by (i) electronic mail transmission through the Bankruptcy Court's CM/ECF system, (ii) separate electronic mail transmission, or (iii) first class United States mail, postage prepaid, on the 6th day of March, 2009, on the Office of the United States Trustee, counsel for JPMorgan Chase Bank, N.A., and counsel for the Official Committee of Unsecured Creditors.

/s/ Terry E. Hall